

Verizon Avenue

<b>PAID T.R.A.</b>	
Chk #	00/49543
Amount	25.00
Rcvd By	HR
Date	1-20-04

2004 JAN 21

T.R.A. DOCKET ROOM

January 15, 2004



Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

Office of the Executive Secretary  
Mr. K. David Waddell  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243 – 0505

<b>DOCKET NO.</b> 04-00018
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**RE: Joint Petition of OnePoint Communications – Georgia, LLC  
d/b/a Verizon Avenue and Verizon Avenue Corp. to Transfer a  
Certificate of Public Convenience and Necessity to Verizon Avenue  
Corp.**

Dear Mr. Waddell:

Attached, for filing with the Tennessee Regulatory Authority (“TRA”), are an original and thirteen copies of the following three items:

1. Joint Petition, as captioned above, requesting the transfer of a Certificate of Public Convenience and Necessity from OnePoint Communications – Georgia, LLC d/b/a Verizon Avenue (“OPC”) to its parent company, Verizon Avenue Corp. (“VZA”).
2. Application for a Certificate to Provide Competing Local Telecommunications Services on behalf of VZA, the parent of OPC.
3. Exhibits associated with the VZA Application, including the Pre-Filed Testimony of Richard P. Kolb, Vice President – Regulatory Affairs of VZA.

Also enclosed are a check made to the TRA in the amount of \$25.00 (twenty-five dollars) for the Application filing fee, and a receipt copy of this transmittal letter. Please affix the TRA receipt stamp to the receipt copy, and return it to me in the enclosed stamped envelope.

Respectfully submitted,

Edward J. Marsh

Enclosures

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**In The Matter Of:** )  
 )  
**Joint Petition of OnePoint Communications -** ) **DOCKET No. \_\_\_\_\_**  
**Georgia, LLC d/b/a Verizon Avenue and** )  
**Verizon Avenue Corp. to Transfer a Certificate** )  
**Of Public Convenience and Necessity to Verizon** )  
**Avenue Corp.** )

**JOINT PETITION**

1. OnePoint Communications – Georgia, LLC d/b/a Verizon Avenue (“OPC”) and Verizon Avenue Corp. (“VZA”) respectfully file this Joint Petition for transfer of the Certificate of Public Convenience and Necessity (“CPCN”), previously granted to OPC by the Tennessee Regulatory Authority (“TRA”), from OPC to its parent company, VZA. This Joint Petition is made in accordance with the requirements of Tennessee Code Section 65-4-113. Accompanying this Joint Petition is an Application for Certificate to Provide Competing Local Telecommunications Services on behalf of VZA.
2. OPC was granted a CPCN by the TRA by Order in Docket No. 00-00112, dated August 7, 2000. This CPCN permits OPC to provide competing telecommunications service, including facility-based, resold local exchange, exchange access and interexchange telecommunications services in the State of Tennessee.
3. VZA is the parent company of OPC. Verizon Avenue Corp. and its subsidiaries are currently authorized to provide telecommunications services by the Public Service Commissions in twenty-six state jurisdictions and the District of Columbia, and also in the Federal jurisdiction. VZA provides services in these jurisdictions under any of four Limited Liability Companies (“LLC”) (including OPC) or under its own name. In an attempt to alleviate customer confusion and to streamline corporate organization, VZA intends to collapse the existing LLC structure, and provide its services everywhere under the name Verizon Avenue Corp. Preparatory to that reorganization, VZA is seeking the change of its certificated name in each jurisdiction to Verizon Avenue Corp.

4. OPC and VZA respectfully request that the Commission grant this joint application for transfer of the OPC CPCN to VZA, and grant the accompanying VZA Application, in order to enable the reorganization to proceed.

5. The information concerning both parties to this Joint Petition is as follows:

(a) Identification of Parties

Name of each applicant:

- (1) OnePoint Communications - Georgia, LLC d/b/a Verizon Avenue
- (2) Verizon Avenue Corp.

Address (both):

Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

Telephone Number:

(847) 582-8800

FAX number:

(847) 582-8801

Registered Agent (both):

CT Corporation System  
530 Gay St.  
Knoxville, TN 37902

Corporate Contact:

Mr. Richard P. Kolb  
Vice President – Regulatory  
Verizon Avenue Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045  
(847) 582-8721 (Direct telephone)  
(847) 582-8801 (Facsimile)  
[dick.kolb@verizon.com](mailto:dick.kolb@verizon.com) (email)

(b) Name under which local exchange and interexchange services would currently be provided in the State:

OnePoint Communications - Georgia, LLC d/b/a Verizon Avenue

- (c) Name under which services will be provided if the Joint Petition and VZA Application are approved:

Verizon Avenue Corp.

- (d) Description of the facilities currently owned or operated in the State:

- (1) OPC would provide its regulated telephone services in the State by resale of such services purchased from others. OPC currently has no facilities in the State of Tennessee used in provision of telephone service.
- (2) VZA currently provides unregulated High Speed Internet Service as an Internet Service Provider to residents of multiple dwelling units in several states across the country. This service is not currently available in the State of Tennessee. The service is provided by premises-based Digital Service Line Access Modems. The DSLAMs are connected to the Internet via broadband lines obtained from providers of those services under interconnection agreement, tariff or contract.

- (e) Description of the services available from each applicant:

- (1) OPC currently has a wide range of telecommunications services available under tariffs filed with the TRA.
- (2) VZA provides High Speed Internet Service as described in (d)(2) above.

- (f) Result of the transfer of the CPCN:

Upon approval of this Joint Petition by the TRA, telephone services will be provided to residents of the State by VZA, the parent company of OPC. Upon completion of similar activity with the Public Service Commissions in all other jurisdictions, OPC and the other LLCs currently in the VZA corporate structure will be eliminated by appropriate filings with the jurisdictional Secretaries of State. Upon completion of that effort, all services in all jurisdictions will be provided by Verizon Avenue Corp.

- (g) Impact of the requested transfer upon current customers of VIC:

OPC currently has no customers for its telephone services, and VZA currently has no customers for its High Speed Internet Service, in the State of Tennessee. In any case, no customers would see changes as the result of the approval of this transfer. No changes to services or prices would occur as a result of this transfer. The tariffs currently on file with the TRA will remain unchanged, other than those cosmetic changes required to effectuate the name change to Verizon Avenue Corp. Customer billing,

Customer Care contacts, and company mailing addresses will remain unchanged from those currently in effect.

(h) Corporate structure:

Attached to this Joint Petition as an Attachment is a current organization chart, showing the relationship of Verizon Avenue Corp. to its subsidiary LLCs (including OPC) and to Verizon Communications Inc. OPC and VZA share identical officers and directors, identical customer service and provisioning personnel, and identical systems used to operate the corporation. VZA, as shown on the organization chart, is an indirect, wholly owned subsidiary of Verizon Communications Inc.

- (i) Both OnePoint Communications - Georgia, LLC d/b/a Verizon Avenue and Verizon Avenue Corp. understand that the filing of this Joint Application does not, by itself, constitute authorization to assign or transfer the certification from OPC to VZA. Authority for such a transfer must come, under the requirements of Tennessee Code Section 65-4-113 and the rules and regulations of the TRA, by Order from the Tennessee Regulatory Authority.

**WHEREFORE**, OnePoint Communications - Georgia, LLC d/b/a Verizon Avenue and its parent corporation, Verizon Avenue Corp. respectfully request the approval of the Application for Certificate To Provide Competing Local Telecommunications Services of Verizon Avenue Corp. accompanying this Joint Petition, and the transfer of the existing Certificate of Public Convenience and Necessity from OPC to Verizon Avenue Corp.

1/15/04  
Date

Richard P. Kolb  
Richard P. Kolb  
Vice President - Regulatory  
Verizon Avenue Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION        )  
OF VERIZON AVENUE CORP. FOR A        )     DOCKET NO. \_\_\_\_\_  
CERTIFICATE TO PROVIDE COMPETING     )  
LOCAL TELECOMMUNICATIONS SERVICES )**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Verizon Avenue Corp. ("VZA") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to VZA authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. VZA is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications Services. TCA 65-4-201

In support of its Application, VZA submits the following:

1. The full name and address of the Applicant is:

Verizon Avenue Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045  
Telephone: 847-582-8800

Questions regarding this application should be directed to:

Richard P. Kolb  
Vice President – Regulatory  
Verizon Avenue Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045  
Telephone: 847-582-8721  
Facsimile: 847-582-8801

Contact name and address at the Company is:

Richard P. Kolb  
(Address and contact numbers as above)

2. Organizational Chart of Corporate Structure:

Please see Exhibit A. Verizon Avenue Corp. is an indirect, wholly owned subsidiary of Verizon Communications Inc.

3. Corporate Information:

VZA was incorporated in the State of Delaware on December 15, 2000 as the result of a merger between OnePoint Communications Inc. and Verizon Communications Inc. Copies of the merger documents filed with the State of Delaware are attached as Exhibit B. The predecessor company to Verizon Avenue Corp. was incorporated in Delaware in 1996 as OnePoint Communications Inc. A copy of the VZA Authority to Transact Business in Tennessee is attached as Exhibit C. The names and addresses of the principal officers are included as Exhibit D. There are no officers in Tennessee. The biographies of the principal officers and other key personnel are included as Exhibit E.

4. VZA possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

a. Financial Qualifications:

VZA is a wholly owned subsidiary of Verizon Communications Inc., one of the largest telecommunications firms in the world. Attached to this Application as Exhibit F are unaudited income statements and balance sheets for VZA, covering calendar years 2001 and 2002, and the first six months of 2003.

b. Managerial Ability:

As demonstrated in Exhibit E, the principal officers and managers of VZA have extensive managerial background in the telecommunications business, and have the expertise to continue to operate a successful telecommunications business.

c. Technical Qualifications:

VZA services will satisfy the minimum standards established by the TRA. VZA will meet minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA.

Applicant will not require customers to purchase CPE which can not be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies in Exhibit E, the officers and key personnel of VZA possess extensive background in telecommunications, and VZA personnel are technically qualified to provide local exchange service in Tennessee.

As discussed in the Joint Petition accompanying this Application, a subsidiary of VZA (OnePoint Communications – Georgia, LLC d/b/a Verizon Avenue) ("OPC") received a Certificate to Provide Competitive Local Services from the TRA in an Order in Docket No. 00-00112, dated August 7, 2000. The officers, directors and personnel of OPC and of VZA are identical. Tariffs filed in 2000 by VZA are currently on file with the TRA. VZA respectfully proposes that, upon approval of this Application, VZA be allowed to adopt the existing tariffs of its subsidiary OPC, without change other than those cosmetic changes required to accommodate the name change to Verizon Avenue Corp.

5. Proposed Service Area:

Applicant VZA, either under its own name or the name of one of its four operating Limited Liability Companies, is currently authorized to provide telecommunications services in twenty-six state jurisdictions, the District of Columbia, and the Federal jurisdiction. A list of those states, including reference to the certifying order and date, is attached to this Application as Exhibit G. VZA requests authority to offer its services throughout the State of Tennessee, as is the authority previously granted to its subsidiary OPC.

6. Types of Local Exchange Service to be provided:

VZA expects to offer a wide variety of telecommunications services within the State of Tennessee, primarily concentrated in the Multiple Dwelling Unit and concentrated community residential marketplace. The services to be offered by VZA are displayed in the tariffs of OPC currently on file with the TRA. VZA will provide all services required by the TRA, including those specified under Chapter 1220-4-8-.04 (3) (6) and (2).

7. Repair and Maintenance:

VZA understands the importance of effective customer service for local telecommunications customers. Customers of VZA within the State of Tennessee will be able to contact VZA on a toll-free telephone line of 1-866-663-7646, or by email at [www.verizon.com/avenue/](http://www.verizon.com/avenue/). The contact number will be printed on all monthly billing statements sent to customers.

Grant of this Application will further the goals of the Tennessee Legislature and further the public interest by continuing the expansion of the availability of



competitive services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers with increased efficiencies and cost savings. Approval of this Application and of the accompanying Joint Petition will assist VZA in reducing customer confusion, and will allow the Company to streamline operations. Grant of this Application will provide competitive service options to Tennessee customers, while reducing confusion among customers as to provider's name.

8. Small and Minority-Owned Telecommunications Business Participation Plan:

VZA adopts the Small and Minority-Owned Business Plan filed by its subsidiary OPC and approved by the TRA as its own.

9. Toll Dialing Parity Plan:

VZA adopts the Toll Dialing Parity Plan filed by its subsidiary OPC and approved by the TRA as its own.

10. VZA has served notice of this Application on the eighteen incumbent local exchange telephone companies in Tennessee, as identified on the TRA web-site, by mailing a copy of this Application and of the accompanying Joint Petition and cover letter to each company identified. A list of those companies is attached as Exhibit H.

11. Numbering Issues:

VZA will follow all requirements of the North American Numbering Plan Administration, and of the Federal Communications Commission and of the TRA.

12. Tennessee Specific Operational Issues:

VZA will follow all Operational instructions of the TRA.

13. Miscellaneous:

- a. Sworn Pre-filed Testimony of Richard P. Kolb attached as Exhibit I.
- b. Applicant does not require customer deposits
- c. VZA is not the subject of any formal complaints or commission investigations in any jurisdiction in which the Company operates.
- d. As noted above, VZA proposes, upon approval of this application and the accompanying Joint Petition, to adopt without substantive change, the tariffs currently on file with the TRA from its subsidiary, OPC. The only changes to the tariffs will be those cosmetic changes required to effectuate the name change to Verizon Avenue Corp.

**CONCLUSION:**

VZA respectfully requests that the TRA enter an Order granting its Application for a Certificate of Convenience and Necessity to operate as a Competing Local Telecommunications Service Provider. VZA further requests that the TRA grant the accompanying Joint Petition, and permit VZA to assume the business and tariffs of its subsidiary OPC in the State of Tennessee. VZA requests this certification throughout the State of Tennessee, except in those areas which may enjoy a rural exemption under Section 251 (f) of the Act. For the reasons stated above, grant of this Application and the Joint Petition will promote the public interest, reduce customer confusion, and allow Applicant to streamline company operations.

Respectfully submitted this 15<sup>th</sup> day of January, 2004.

Richard P. Kolb

Richard P. Kolb  
Vice President – Regulatory  
Verizon Avenue Corp.

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

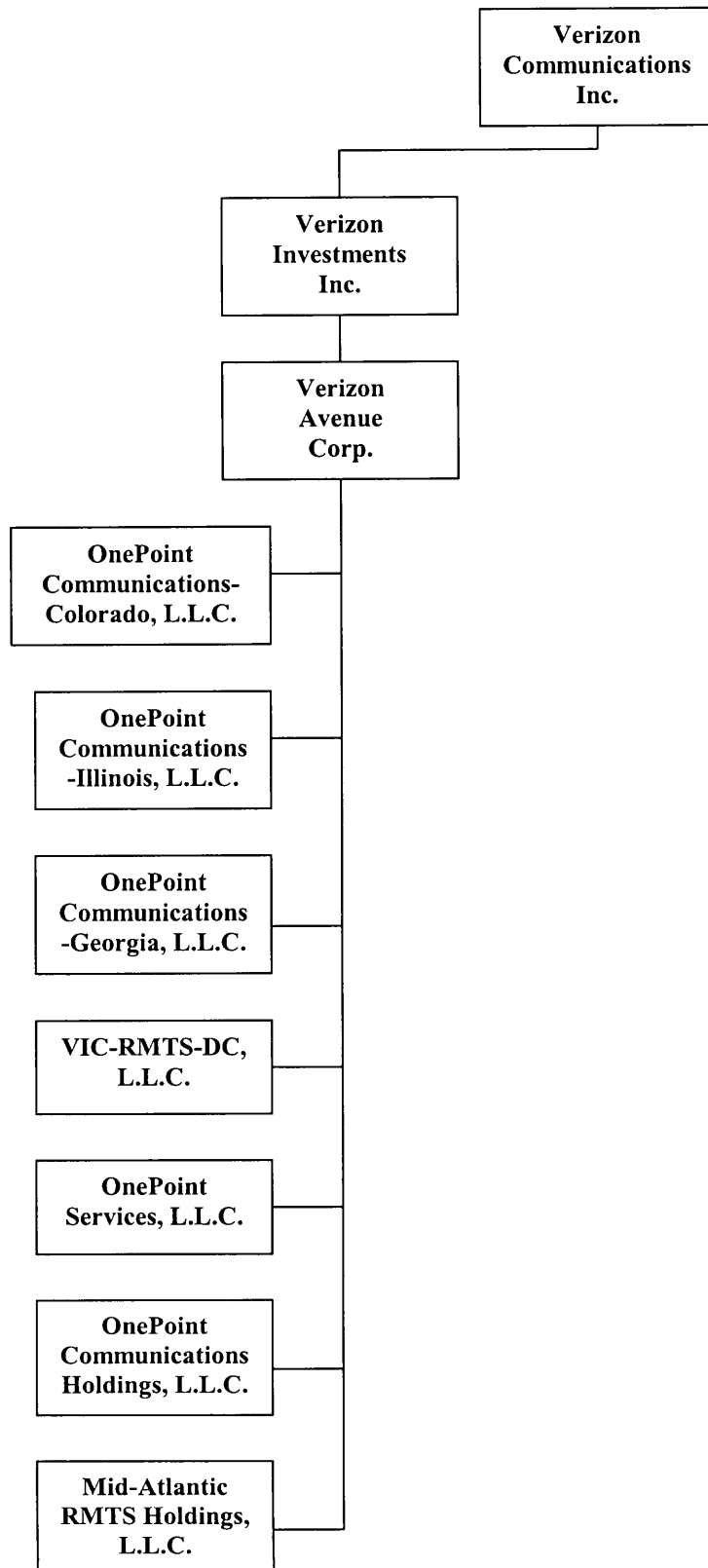
**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT A**

Corporate Structure of Verizon Avenue Corp.

**VERIZON COMMUNICATIONS INC.  
Partial Organization Chart**



**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT B**

Merger Documents of OnePoint Communications Corp. and  
Verizon Communications Inc.

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPHERE MERGER CORP.", A DELAWARE CORPORATION.

WITH AND INTO "ONEPOINT COMMUNICATIONS CORP." UNDER THE NAME OF "VERIZON AVENUE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2876573 8100M

001631386

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0859180

DATE: 12-15-00

**CERTIFICATE OF MERGER  
MERGING  
SPHERE MERGER CORP.  
INTO  
ONEPOINT COMMUNICATIONS CORP.**

ONEPOINT COMMUNICATIONS CORP., organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OnePoint Communications Corp.	Delaware
Sphere Merger Corp.	Delaware

**SECOND:** That a Definitive Merger Agreement between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the surviving corporation of the merger is OnePoint Communications Corp., which shall change its name to Verizon Avenue Corp.

**FOURTH:** That the Certificate of Incorporation of OnePoint Communications Corp., a Delaware corporation which will survive the merger, shall be amended so that following the merger, it will read as set forth on Exhibit A attached hereto.

**FIFTH:** That the executed Definitive Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is Two Conway Park, 150 Field Drive, Suite 300, Lake Forest, IL 60045.

**SIXTH:** That a copy of the Definitive Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:15 PM 12/15/2000  
001631386 - 2976573

IN WITNESS WHEREOF, OnePoint Communications Corp. has caused this  
Certificate of Merger to be duly executed as of the 15<sup>th</sup> day of December, 2000.

ONEPOINT COMMUNICATIONS CORP.

By James A. Oberbeck  
Name James A. Oberbeck  
Title Chairman



**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
VERIZON AVENUE CORP.**

**ARTICLE I**

The name of the Corporation is Verizon Avenue Corp.

**ARTICLE II**

The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, with a par value of \$.01 per share.

**ARTICLE V**

Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

**ARTICLE VI**

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Directors.

## **ARTICLE VII**

### **Personal Liability of Directors.**

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

## **ARTICLE VIII**

### **Indemnification of, and Advancement of Expenses to, Directors, Officers and Others.**

1. **Right to Indemnification.** Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Paragraph) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Paragraph. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or a subsidiary of the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" includes each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Article; "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the

amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnatee Action if (i) the Indemnatee Action is instituted under Paragraph 3 of this Article and the indemnitee is successful in whole or in part in such Indemnatee Action, (ii) the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

2. **Right to Advancement of Expenses.** Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnatee Action under Paragraph 3 of this Article paid in advance by the Corporation prior to final disposition of the Action or Indemnatee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

3. **Right of Indemnatee to Bring Action.** If a written claim for indemnification under Paragraph 1 of this Article or for advancement of expenses under Paragraph 2 of this Article is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Paragraph 1 of this Article shall be that the conduct of the indemnitee was such that under Delaware law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnatee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnatee Action to recover on a claim for advancement of expenses under Paragraph 2 of this Article shall be failure by the indemnitee to provide the undertaking required by Paragraph 2 of this Article.

4. **Funding and Insurance.** The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article.

5. **Non-Exclusivity: Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Laws of the Corporation, vote of stockholders or disinterested directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Article and inure to the benefit of the heirs and legal representatives of each indemnitee and (iv) be applicable to Actions commenced after this Article becomes effective, whether arising from acts or omissions occurring before or after this Article becomes effective. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.

6. **Partial Indemnity.** If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnity Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT C**

Verizon Avenue Corp. Authority to Do Business in Tennessee

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

ISSUANCE DATE: 09/19/2003  
REQUEST NUMBER: 03262505  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/26/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0351222  
JURISDICTION: DELAWARE

TO:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

REQUESTED BY:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"VERIZON AVENUE CORP.",  
-----

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACTION BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/19/03

FROM:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$260.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$260.00
RECEIPT NUMBER:		00003360352
ACCOUNT NUMBER:		00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT D**

Verizon Avenue Corp. Principal Officers

**Verizon Avenue**  
**List of Authorized Signors**

**Verizon Avenue Corp. (Officers & Directors)**

<b><u>Officers:</u></b>	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	<b>CEO</b>	1/1/2003
Andrea L. Custis	<b>President/COO</b>	1/1/2003
Robert C. Wheatley II	<b>CFO</b>	6/17/2002
J. Daniel Mason	<b>Secretary</b>	3/9/2001
Randal S. Milch	<b>Assistant Secretary</b>	12/15/2000
Kim Chazin	<b>Controller</b>	6/17/2002
David White	<b>Chief Information Officer (CIO)</b>	3/2/2002
Janet M. Garrity	<b>Treasurer</b>	3/2/2002
William F. Heitmann	<b>Assistant Treasurer</b>	3/2/2002
Neil D. Olson	<b>Assistant Treasurer</b>	3/2/2002
Charles A. Burkhardt	<b>Vice President – Taxes</b>	12/31/2001
Jana L. Crain	<b>Vice President – Taxes</b>	12/31/2001

<b><u>Directors:</u></b>	<b><u>Appointed:</u></b>
Randal S. Milch	12/15/2000
Douglas R. Wilder	01/01/2003



### **OnePoint Communications-Illinois, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

### **OnePoint Communications-Georgia, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

### **OnePoint Communications-Colorado, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

### **VIC-RMTS-DC, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

### **OnePoint Communications Holdings, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

### **Mid-Atlantic RMTS Holdings, L.L.C.**

	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F. Wallace	CEO	1/1/2003
Andrea L. Custis	President/COO	1/1/2003
Robert C. Wheatley II	CFO	6/17/2002

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT E**

Verizon Avenue Corp. Key Personnel Biographies

Application of Verizon Avenue Corp.

**Executive Biographies**

**Verizon Avenue Corp.**

**Mr. William F. Wallace**

Mr. Wallace is currently Chief Executive Officer of Verizon Avenue Corp., where he has worked since 1996. Verizon Avenue is a leading provider of telephone and High Speed Internet Service to residents of multiple dwelling unit residential complexes. Prior to joining Verizon Avenue, Mr. Wallace was the Chief Operating Officer at Gemini Consulting, a global management consulting company. He was responsible for the day-to-day operations of the \$500 million business. Prior to that he co-founded and built a \$100 million communications business unit for Gemini, leading its growth from \$10 million to \$100 million in three years. Mr. Wallace brings over 20 years of experience in telecommunications. He worked closely with senior executives at telecommunications companies worldwide, leading teams to implement strategic and operational programs that generated significant financial benefits. He received his BA in Government at Harvard College, with a secondary concentration in economics, and his MBA at Harvard Graduate School of Business.

**Ms. Andrea L. Custis**

Ms. Custis is President and Chief Operating Officer of Verizon Avenue Corp., responsible for day-to-day sales and operations. Before accepting that position in January 2003, she had more than 25 years experience in the telecommunications industry, having joined Bell of Pennsylvania in 1977 as a management trainee. Immediately prior to joining Verizon Avenue Corp, Ms. Custis served as Group President – Sales and Marketing for Verizon Communications Advanced Services Group, responsible for dial-up, DSL and dedicated Internet access service to businesses, consumers and more than 400 Internet service providers. Ms. Custis has been honored as one of the 2003 “Distinguished Black Women” by Black Women in Sisterhood for Action, and by Network Journal magazine as one of the 25 most influential black women in business.

**Mr. Robert C. Wheatley II**

Mr. Wheatley is Chief Financial Officer of Verizon Avenue Corp. He joined the company in 1999, and was named to his current position in 2002. He is responsible for all financial and accounting affairs of the company. He graduated from Mary Washington College with a BS degree concentrated in Accounting, and received recognition as a Certified Public Accountant in 1995.

### **Mr. Kelley Dunne**

Mr. Dunne is Executive Vice President for Verizon Avenue Corp. He is responsible for all provisioning and Customer Care operations of the Company. Mr. Dunne joined Verizon Avenue after ten years in the telecommunications field. During his seven year tenure with AT&T, he held management positions in Network Operations, Data Network Planning, Network Security and Bell Laboratories. During his last assignment with AT&T, Mr. Dunne was regional Technical Manager for AT&T's Carrier Markets Division, and was directly involved in AT&T's negotiations and wholesale agreements with several Regional Bell Operating Companies. Prior to AT&T, he spent four years in the US Army Signal Corps as a field testing officer for the deployment of the Army's first digital wireless communications system. Mr. Dunne received his BS degree in Communications Systems Management from Ohio University, and his MS degree in Information and Communications Sciences from Ball State University.

### **Mr. Richard P. Kolb**

Mr. Kolb is Vice President – Regulatory for Verizon Avenue Corp., a position he has held since 1999. Mr. Kolb has over 36 years of experience in the telecommunications industry. From 1966 through 1998, he held a number of management positions at Ameritech in the Information Services, Personnel, Finance and Regulatory organizations. His fifteen years of Regulatory experience include rate development, witnessing, policy and strategy development and coordination, and external affairs assignments at both the Federal and State levels. Mr. Kolb received his BS from the University of Illinois, an MBA from Loyola University – Chicago, and a JD from John Marshall School of Law. He was admitted to legal practice in the State of Illinois in 1979.

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT F**

Verizon Avenue Corp.  
Balance Sheets and Income Statements  
2001, 2002, and First Half 2003

**Verizon Avenue**  
**Consolidating Income Statement**  
For the Twelve Months Ending December 31, 2001

**Verizon Avenue**  
**Consolidating Balance Sheet**  
For the Twelve Months Ending December 31, 2001

	<u>VZA</u> <u>Consolidated</u>
<b>REVENUES</b>	
Local	\$17,132,838.79
LD	\$15,865,614.02
Video	\$140,954.06
Internet	\$848,192.95
Affiliate Revenue	\$9,648,160.00
<b>Total Net Revenues</b>	<b>\$43,635,759.82</b>
<b>RESELLING COSTS</b>	
Long Distance	\$9,929,489.05
Local	\$14,673,947.43
Cable	\$56,307.53
Network Connectivity	\$3,248,010.26
Internet Reselling Costs	\$60,151.75
Data Installs	\$1,613,924.77
Agent Commissions	\$460,688.99
Revenue Sharing	\$251,105.20
Developer Payments	\$12,433,572.21
<b>Total Reselling Expense</b>	<b>\$42,727,197.19</b>
<b>Gross Margin</b>	<b>\$908,562.63</b>
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	\$49,873,820.06
Payroll Taxes & Emp Benefits	\$8,169,557.87
Temporary Employees	\$2,236,553.64
Other Employee Costs	\$2,886,572.78
Travel & Entertainment	\$2,796,353.75
Office Rel & Office Supplies	\$1,237,846.14
Insurance	\$503,577.24
Telephone, Cellular, Pager	\$1,835,013.35
Field Operations	\$716,433.96
Bldg & Equip Rent Exp	\$7,998,452.18
Professional & Consulting	\$1,427,417.01
Legal	\$324,466.26
Marketing & Promotions	\$4,622,513.47
Systems - Recurring	\$7,121,675.95
Systems - Developmt	\$2,026,936.84
Other Expenses	(\$12,631,082.48)
Bad Debt	\$6,586,450.20
Affiliate Charges	\$0.00
<b>Total SG&amp;A</b>	<b>\$87,732,558.22</b>
<b>EBITDA</b>	<b>(\$86,823,995.59)</b>
Interest Expense	\$23,568,645.85
Interest Income	\$421,999.74
Depreciation Expense	\$7,225,496.13
Amortization Expense	\$13,448,060.00
Gains & Losses	(\$2,563,409.64)
Income Taxes	(\$41,915,841.61)
<b>NET INCOME</b>	<b>(\$91,291,765.86)</b>

	<u>VZA</u> <u>Consolidated</u>
<b>ASSETS</b>	
Cash	\$1,236,323
Short-term Marketable Securities	\$7,584,023
<b>Cash and Cash-like Instruments</b>	<b>\$8,820,346</b>
Affiliate Receivable	\$3,074,137
Other Receivable	\$5,865,891
Trade Receivable	\$1,959,416
Allowance for Uncollectible Accounts	(\$1,676,255)
<b>Accounts Receivable - Net</b>	<b>\$9,223,189</b>
Prepaid Expenses	\$8,019,323
Inventory	\$57,085
Current Deferred Federal Tax Benefit	\$20,008,938
<b>Total Current Assets</b>	<b>\$46,128,881</b>
Property, Plant & Equipment	\$95,383,404
Accumulated Depreciation	(\$11,367,401)
<b>Net Property, Plant &amp; Equipment</b>	<b>\$84,016,003</b>
Investment in Affiliated Subs	\$0
Intangible Assets	\$276,981,817
Accumulated Amortization	(\$14,361,650)
<b>Other Assets</b>	<b>\$8,556,329</b>
Deposits	\$406,545
Deferred Tax Asset	\$53,447,649
<b>Total Assets</b>	<b>\$455,175,574</b>
<b>Liabilities &amp; Stockholder's Equity</b>	
Affiliate Payable	\$1,399,498
Accounts Payable	\$12,007,125
Debt - Current	\$1,145,860
Accrued Liabilities	\$33,347,304
Other Current Liabilities	\$2,477,940
<b>Total Current Liabilities</b>	<b>\$50,377,727</b>
Long Term Debt	\$462,463,701
Other Deferred Obligations	\$1,404,847
Common Stock	\$0
Preferred Stock	\$0
Additional Paid-In-Capital	\$37,500,025
Retained Earnings	(\$5,278,837)
Net Profit/(Loss)	(\$91,291,766)
Comprehensive Income - Unrealized Gain/Loss	(\$123)
<b>Total Liabilities &amp; Stockholder's Equity</b>	<b>\$455,175,574</b>

**Verizon Avenue**  
**Income Statement**  
For the Twelve Months Ending December 31, 2002

	<u>VZA</u> <u>Consolidated</u>
<b>REVENUES</b>	
Local	\$9,761,898.74
LD	\$2,691,760.56
Video	
Internet	\$5,337,290.13
Verizon One	
Affiliate Revenue	\$21,675,180.00
	<hr/>
<b>Total Net Revenues</b>	<b>\$39,466,129.43</b>
<b>RESELLING COSTS</b>	
Local	\$7,946,759.99
LD	\$437,922.14
Cable	\$3,097.47
Network Connectivity	\$6,203,632.29
Internet Reselling Costs	\$4,442.00
Verizon One	
Data Installs	\$4,236,604.16
Agent Commissions	\$593,155.83
Revenue Sharing	\$219,035.90
Developer Payments	\$18,346,751.40
	<hr/>
<b>Total Reselling Expense</b>	<b>\$37,991,401.18</b>
	<hr/>
<b>Gross Margin</b>	<b>\$1,474,728.25</b>
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	\$51,303,948.85
Payroll Taxes & Emp Benefits	\$9,148,848.54
Temporary Employees	\$2,076,693.71
Other Employee Costs	\$1,879,955.05
Travel & Entertainment	\$2,881,934.09
Office Rel & Office Supplies	\$1,366,234.82
Insurance	\$664,706.68
Telephone, Cellular, Pager	\$1,782,026.92
Field Operations	\$883,148.15
Bldg & Equip Rent Exp	\$13,112,988.73
Professional & Consulting	\$1,237,476.41
Legal	\$93,408.74
Marketing & Promotions	\$6,076,743.17
Systems - Recurring	\$4,195,393.87
Systems - Developmt	\$1,137,153.39
Other Expenses	\$20,069,790.94
Bad Debt	\$959,774.67
Affiliate Charges	\$0.00
	<hr/>
<b>Total SG&amp;A</b>	<b>\$118,870,226.73</b>
	<hr/>
<b>EBITDA</b>	<b>(\$117,395,498.48)</b>
<b>Interest Expense</b>	<b>\$31,728,632.47</b>
<b>Interest Income</b>	<b>\$76,884.86</b>
<b>Depreciation Expense</b>	<b>\$10,486,182.34</b>
<b>Income Taxes</b>	<b>(\$55,969,884.57)</b>
	<hr/>
<b>NET INCOME</b>	<b>(\$103,563,543.86)</b>
	<hr/>
<b>Total Operating Expenses</b>	<b>\$167,347,810.25</b>

**Verizon Avenue**  
**Balance Sheet**  
For the Twelve Months Ending December 31, 2002

	<u>VZA</u> <u>Consolidated</u>
<b>ASSETS</b>	
Cash	(\$2,248,352)
Short-term Marketable Securities	\$3
	<hr/>
<b>Cash and Cash-like Instruments</b>	<b>(\$2,248,349)</b>
<b>Affiliate Receivable</b>	<b>\$1,179,420</b>
<b>Other Receivables</b>	<b>\$832,985</b>
<b>Trade Receivables</b>	<b>\$1,421,599</b>
<b>Allowance for Uncollectible Accounts</b>	<b>(\$568,477)</b>
	<hr/>
<b>Accounts Receivable - Net</b>	<b>\$2,865,527</b>
<b>Prepaid Expenses</b>	<b>\$4,861,046</b>
<b>Total Current Assets</b>	<b>\$5,478,224</b>
	<hr/>
<b>Property, Plant &amp; Equipment</b>	<b>\$103,588,494</b>
<b>Accumulated Depreciation</b>	<b>(\$16,994,944)</b>
	<hr/>
<b>Net Property, Plant &amp; Equipment</b>	<b>\$86,593,550</b>
<b>Investment in Affiliated Subs</b>	<b>(\$1,895,371)</b>
	<hr/>
<b>Intangible Assets</b>	<b>\$276,981,816</b>
<b>Accumulated Amortization</b>	<b>(\$14,362,639)</b>
	<hr/>
<b>Other Assets</b>	<b>\$10,359,697</b>
<b>Deposits</b>	<b>\$389,894</b>
	<hr/>
<b>Total Assets</b>	<b>\$363,545,171</b>
	<hr/>
<b>Liabilities &amp; Stockholder's Equity</b>	
<b>Affiliate Payable</b>	<b>\$4,533,001</b>
<b>Accounts Payable</b>	<b>\$2,034,756</b>
<b>Taxes Payable</b>	<b>(\$5,858,785)</b>
<b>Debt - Current</b>	<b>\$30,867</b>
<b>Accrued Liabilities</b>	<b>\$28,007,190</b>
<b>Other Current Liabilities</b>	<b>\$523,160</b>
	<hr/>
<b>Total Current Liabilities</b>	<b>\$29,270,189</b>
<b>Long Term Debt</b>	<b>\$584,458,507</b>
<b>Other Deferred Obligations</b>	<b>(\$37,549,809)</b>
	<hr/>
<b>Additional Paid-In Capital</b>	<b>\$7,500,000</b>
<b>Retained Earnings</b>	<b>(\$96,570,049)</b>
<b>Net Profit/(Loss)</b>	<b>(\$103,563,544)</b>
<b>Comprehensive Income - Unrealized Gain/Loss</b>	<b>(\$123)</b>
	<hr/>
<b>Total Liabilities &amp; Stockholder's Equity</b>	<b>\$363,545,171</b>
	<hr/>

Verizon Avenue Corp  
Income Statement  
For the Six Months Ending June 30, 2003

	June 2003
	YTD
<b>REVENUES</b>	
Local	\$2,684,268.48
LD	823,911.07
Internet	3,888,604.26
Verizon One	
Affiliate Revenue	7,971,958.00
<b>Total Net Revenues</b>	<u>15,368,741.81</u>
<b>RESELLING COSTS</b>	
Local	2,412,644.65
LD	368,198.20
Network Connectivity	3,851,252.80
Verizon One	17,994.01
Data Installs	1,764,928.66
Agent Commissions	382,841.95
Revenue Sharing	43,174.95
Developer Payments	6,122,181.22
<b>Total Reselling Expense</b>	<u>14,963,216.44</u>
<b>Gross Margin</b>	405,525.37
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	28,338,413.60
Payroll Taxes & Emp Benefits	5,133,777.77
Temporary Employees	319,857.39
Other Employee Costs	596,931.56
Travel & Entertainment	1,456,462.12
Office Rel & Office Supplies	453,916.08
Insurance	388,629.18
Telephone, Cellular, Pager	798,277.07
Field Operations	377,205.50
Bldg & Equip Rent Exp	3,854,482.03
Professional & Consulting	426,257.28
Legal	24,230.05
Marketing & Promotions	723,839.72
Systems - Recurring	3,216,105.76
Systems - Developmt	364,391.11
Other Expenses	1,048,380.44
Bad Debt	562,758.42
Affiliate Charges	0.00
<b>Total SG&amp;A</b>	<u>48,064,915.08</u>
<b>EBITDA</b>	(47,659,389.71)
Interest Expense	16,122,028.65
Interest Income	2,527.75
Depreciation Expense	5,920,708.12
Income Taxes	#REF!
<b>NET INCOME</b>	<u>#REF!</u>
<b>Total Operating Expenses</b>	<u>68,948,839.64</u>



Verizon Avenue Corp  
Balance Sheet  
For the Six Months Ending June 30, 2003

	<u>OPC Consol</u> <u>GL</u>
<b>ASSETS</b>	
Cash	(\$3,095,750)
Short-term Marketable Securities	3
<b>Cash and Cash-like Instruments</b>	<u>(3,095,747)</u>
Affiliate Receivable	1,987,055
Other Receivables	946,903
Trade Receivables	699,855
Allowance for Uncollectible Accounts	(499,829)
<b>Accounts Receivable - Net</b>	<u>3,112,984</u>
Prepaid Expenses	7,611,858
Current Deferred Federal Tax Benefit	(32,575,533)
<b>Total Current Assets</b>	<u>(24,946,438)</u>
 Property, Plant & Equipment	 108,718,080
Accumulated Depreciation	(22,912,383)
<b>Net Property, Plant &amp; Equipment</b>	<u>85,805,697</u>
Investment in Affiliated Subs	(1)
Intangible Assets	278,981,818
Accumulated Amortization	(14,362,639)
<b>Other Assets</b>	<u>11,624,247</u>
Deposits	689,894
<b>Total Assets</b>	<u>335,792,576</u>
<b>Liabilities &amp; Stockholder's Equity</b>	
Affiliate Payable	2,980,971
Accounts Payable	603,845
Taxes Payable	(30,253,689)
Debt - Current	32,443
Accrued Liabilities	19,631,649
Other Current Liabilities	237,943
<b>Total Current Liabilities</b>	<u>(6,786,838)</u>
Long Term Debt	617,975,435
Other Deferred Obligations	(37,457,623)
Additional Paid-In Capital	8,340,940
Retained Earnings	(200,974,521)
Net Profit/(Loss)	(46,304,695)
Comprehensive Income - Unrealized	(123)
<b>Total Liabilities &amp; Stockholder's Equity</b>	<u>335,792,575</u>
 Current Ratio	 367.57%
Quick Ratio	-0.25%
Debt to Total Assets	184.03%

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT G**

Verizon Avenue Corp.  
Current State Certifications, Orders, and Dates

**VERIZON AVENUE CORP.****CERTIFICATION DATES AND ORDERS**

<b><u>JURISDICTION</u></b>	<b><u>DATE</u></b>	<b><u>ORDER NUMBER / CERTIFICATE NUMBER</u></b>
<b>Mid-Atlantic</b>		
Connecticut	02-Apr-03	Decision, Docket 02-12-08
Delaware	14-Apr-98	Findings and Order 4770
Dist. of Columbia	23-May-97	Order # 10992
Massachusetts	01-Apr-01	Letter Order
Maryland	30-Apr-97	ML #s 55917, 56058, and 56116
New Jersey	20-Feb-02	Order of Approval, Docket TE00060345
New York	06-Apr-01	Letter order, Case No. 00-C-1118
Pennsylvania	15-Jan-98	Order, Docket A-310581
Rhode Island	27-Jun-01	Order, Docket 3298
Virginia	10-Sep-97	Certificate # T-386
West Virginia	29-Mar-02	Decision, Case No. 01-1476-T-CN
<b>Southeast</b>		
Florida	11-Nov-97	Order PSC-97-1299-FOF-TX
Georgia	08-Aug-98	Certificate # R-463
North Carolina	13-Jan-98	Order, Docket P-671
South Carolina	23-Sep-98	Docket # 98-736, Certificate Order # 98-357-C
Tennessee	20-Oct-98	Order, Case # 98-00501
<b>Central</b>		
Illinois	07-May-97	Order, Docket 97-0117
Indiana	19-Dec-02	Order, Cause No. 42271
Michigan	07-Nov-02	Opinion and Order, Case No. 13485
Ohio	07-Mar-02	Finding and Order, Case No. 00-1409-TP-ACE
Texas	18-Oct-01	Order, Docket No. 24548
<b>West</b>		
Arizona	19-Nov-99	Resale / Facility based Certificate; Decision # 62086
California	11-Oct-01	Opinion, Application 01-05-033
Colorado	03-Dec-97	Decision C97-1292
Hawaii	27-Mar-02	Decision and Order No. 19273, Docket No. 01-0381
Idaho	Pending	Case No. GNR-T-03-26 (case filed August 15, 2003)
Oregon	26-Jun-01	Order No. 01-529
Washington	12-Sep-01	Order, Docket UT-010776
<b>Federal</b>		
Domestic	17-Apr-97	NB: FCC does not issue Cert. Order; tariff accepted
International	19-Jun-97	Public Notice DA 97-1276; 214 Authority granted

Last Update: August 2003

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT H**

Verizon Avenue Corp.  
Service List  
Tennessee Incumbent Local Exchange Companies

**LISTING**  
**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS**  
**CERTIFICATED IN TENNESSEE**  
**(FACILITIES-BASED)**

---

- 1) **ARDMORE TELEPHONE COMPANY, INC.**  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449  
(205) 423-2131  
(205) 423-2208 (Fax)
  
- 2) **BELLSOUTH**  
333 Commerce Street  
Nashville, TN 37201-3300  
(615) 214-3800  
(615) 214-8820 (Fax)
  
- 3) **CENTURY TELEPHONE OF ADAMSVILLE**  
P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310  
(901) 632-3311  
(901) 632-0232 (Fax)
  
- 4) **CENTURY TELEPHONE OF CLAIBORNE**  
P.O. Box 100  
507 Main Street  
New Tazewell, TN 37825  
(423) 626-4242  
(423) 626-5224 (Fax)
  
- 5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.**  
P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363  
(423) 238-4102  
(423) 238-5699 (Fax)
  
- 6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

**LISTING**  
**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS**  
**CERTIFICATED IN TENNESSEE**  
**(FACILITIES-BASED)**

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- 7) **CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE**  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701
- 8) **LORETTO TELEPHONE COMPANY, INC.**  
P.O. Box 130  
Loretto, TN 38469  
(931) 853-4351  
(931) 853-4329 (Fax)
- 9) **MILLINGTON TELEPHONE COMPANY, INC.**  
**P.O. Box 429**  
4880 Navy Road  
Millington, TN 38083-0429  
(901) 872-3311  
(901) 873-0022 (Fax)
- 10) **SPRINT-UNITED**  
112 Sixth Street  
Bristol, TN 37620  
(423) 968-8161  
(423) 968-3148 (Fax)
- 11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**  
P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610  
(423) 966-5828  
(423) 966-9000 (Fax)
- 12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**  
P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552  
(931) 535-2200  
(931) 535-3309 (Fax)
- 13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**  
P.O. Box 9

**LISTING**  
**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS**  
**CERTIFICATED IN TENNESSEE**  
**(FACILITIES-BASED)**

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102 Spence Street  
Tellico Plains, TN 37385-0009  
(423) 671-4600  
(423) 253-7080 (Fax)

**14) TDS TELECOM-TENNESSEE TELEPHONE COMPANY**

P.O. Box 18139  
Knoxville, TN 37928-2139  
(423) 922-3535  
(423) 922-9515 (Fax)

**15) TEC-CROCKETT TELEPHONE COMPANY, INC.**

P.O. Box 7  
Friendship, TN 38034  
(901) 677-8181

**16) TEC-PEOPLE'S TELEPHONE COMPANY, INC.**

P.O. Box 310  
Erin, TN 37061  
(931) 289-4221  
(931) 289-4220 (Fax)

**17) TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.**

P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316  
(901) 742-2211  
(901) 742-2212 (Fax)

**18) UNITED TELEPHONE COMPANY**

P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034  
(931) 364-2289  
(931) 364-7202 (Fax)

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**APPLICATION FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

**VERIZON AVENUE CORP.**

**EXHIBIT I**

Verizon Avenue Corp.

Pre-filed Testimony of  
Richard P. Kolb  
Vice President – Regulatory Affairs



**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**APPLICATION OF VERIZON AVENUE  
CORP. FOR A CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELEPHONE  
SERVICES**

**PRE-FILED TESTIMONY OF RICHARD P. KOLB**

I, Richard P. Kolb, do hereby testify as follows in support of the Application of Verizon Avenue Corp. ("VZA" or the "Company") for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunications services throughout the State of Tennessee.

Q. Please state your full name, business address, and position.

A. Richard P. Kolb, Vice President – Regulatory Affairs, Verizon Avenue Corp., Two Conway Park, 150 Field Drive, Suite 300, Lake Forest, IL 60045.

Q. Please briefly describe your duties.

A. As Vice President – Regulatory for VZA, I am responsible for all relationships between the Company and each of the regulatory commissions in the jurisdictions where the Company is authorized to do business, including the Tennessee Regulatory Authority. This responsibility includes oversight of the preparation and filing of all applications, testimony and reports required by the commissions. I am responsible for the investigation and reporting to regulatory bodies concerning informal customer complaints filed against the Company.

Q. Please describe your business experience and educational background.

A. I graduated in 1964 from the University of Illinois with a Bachelor of Science degree. I received a Master of Business Administration degree from Loyola University in 1972. I was employed by Illinois Bell Telephone Company in 1966 as a Management Assistant. From August 1966 through June 1998, I was continuously employed by Illinois Bell, and its parent company Ameritech, in various personnel, finance, information systems, and regulatory management positions of increasing scope and responsibility. At the time of my departure from Ameritech, I was the Director of State Regulatory Policy for Ameritech with responsibility for directing and coordinating state regulatory initiatives and policy across the five state Ameritech region. Since February 1999, I have been the Vic

President – Regulatory Affairs for OnePoint Communications, now Verizon Avenue, with responsibility for all regulatory matters.

Q. Are all statements in the VZA Application true and correct, to the best of your knowledge, information and belief?

A. Yes, they are.

Q. Please describe the current corporate structure of VZA.

A. VZA is an indirect, wholly owned subsidiary of Verizon Communications Inc. VZA was incorporated in December 2000 as a result of the merger of Verizon Communications Inc. and the predecessor company of VZA, OnePoint Communications Corp. VZA currently wholly owns a number of subsidiary Limited Liability Companies ("LLCs"), including four operating LLCs. One of these operating LLCs is OnePoint Communications – Georgia, LLC d/b/a Verizon Avenue ("OPC"), a company which currently holds a Certificate of Convenience and Necessity to provide telecommunications services in Tennessee. This Certificate was granted to OPC by an Order in Docket No. 00-00112, issued by the Tennessee Regulatory Authority ("TRA") on August 7, 2000.

Q. Why does VZA seek this certification from the Tennessee Regulatory Authority?

A. As noted in the previous response, VZA currently owns four operating LLCs, and the jurisdictional certifications across the country are currently held in the name of VZA or one of its operating companies. In an effort to reduce customer confusion and to streamline corporate operations, VZA intends to eliminate the four LLC company structure, and to offer its services in all jurisdictions under the single name of Verizon Avenue Corp. VZA seeks certification through its Application in the State of Tennessee in order to allow the transfer of all the authorized telecommunications business in the State from OPC to its parent company, Verizon Avenue Corp.

Q. If this Application by VZA is granted, what does VZA request be done with the existing certification of its subsidiary OPC, which was granted in August 2000 by the TRA?

A. VZA requests, in the Joint Petition accompanying the VZA Application, that upon approval of the VZA Certification Application, the existing certification in the name of OPC be withdrawn, and all rights and responsibilities of OPC be transferred to VZA. Upon approval of the VZA Application, VZA will refile the OPC tariffs currently on file with the TRA. These tariffs thus refiled will be identical to the existing OPC tariffs, except for the cosmetic changes required to make effectuate the name change to VZA.

Q. Does VZA possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A. Yes. The VZA management team is authorized to provide telecommunications services in twenty-six states, the District of Columbia, and the Federal jurisdictions. As shown in Exhibit E to the VZA Application, the senior VZA officers possess extensive technical and managerial background in the telecommunications business. VZA is a subsidiary of Verizon, and is not precluded from drawing upon the financial resources of its owner.

Q. Please describe VZA's financial qualifications.

A. VZA is a wholly owned subsidiary of Verizon Communications Inc., and is not precluded from drawing upon the financial resources of its owner. Unaudited financial statements for calendar years 2001 and 2002, and for the first six months of 2003 are included with the VZA Application as Exhibit F.

Q. Please describe VZA's managerial and technical qualifications.

A. As shown in Exhibit E to the VZA Application, the key VZA officers possess extensive backgrounds in the telecommunications industry. This team of key personnel and their reporting personnel currently provide telephone services in fourteen states and the Federal jurisdiction, and provide High Speed Internet Service as an Internet Service Provider in twenty-four states. The Company operates a nationwide Network Operations Center in Herndon, Virginia tracking the quality of Internet services provided to customers. VZA operates a Customer Care center in Virginia, staffed to provide information and assistance to all customers. The Company also operates a Customer Billing Operation from Virginia, issuing monthly billings to over ten thousand telephone and eighteen thousand Internet customers. These operations run efficiently, and meet the needs of the customers.

Q. What services will VZA offer?

A. VZA will offer a wide variety of telecommunications services to customers in the State of Tennessee. The Company concentrates its service offerings on residential customers, living in Multiple Dwelling Units and concentrated residential areas. The tariffs currently on file with this Authority, in the name of the currently certificated VZA subsidiary, OPC, explain the service offerings of the Company in detail.

Q. Will VZA offer service to all consumers within its service area?

A. The business plan of VZA throughout the country is to offer its services only in Multiple Dwelling Unit areas such as apartment houses and condominium developments, and in concentrated residential areas such as gated communities

and military housing reservations. It would be the intention of VZA to offer its services within Tennessee to that same concentrated residential marketplace.

Q. Does VZA plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines.

A. No, not at this time. Should that intention change some time in the future, VZA would make the requisite filings and seek the requisite approval of the TRA to do so, in accord with all applicable Federal and State laws and regulations.

Q. Will granting the Certificate of Public Convenience and Necessity to VZA serve the public interest?

A. Yes. As discussed above, in addition to supporting competitive service availability to residents of the State, approval of the VZA Application will allow the Company to eliminate the LLC operating company structure it currently employs. This elimination will result in reduced customer confusion, and in streamlined corporate operations for the Company.

Q. Does VZA intend to comply with all TRA rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A. Yes, the Company commits to follow all such requirements faithfully.

Q. Has any state ever denied VZA or one of its affiliates authorization to provide intrastate service?

A. No.

Q. Has any state ever revoked the certification of VZA or one of its affiliates?

A. No.

Q. Has VZA or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A. No.

Q. Who is knowledgeable about VZA operations, and will serve a VZA contact for regulatory and customer service contact?

A. I am knowledgeable about Company operations, and will serve as the contact point for any questions about VZA from the TRA. I will also serve as the single point of contact for TRA Staff dealing with informal complaints filed by customers against VZA. Customers with service or billing questions or problems

are encouraged to contact our Customer Care Center on the toll-free telephone number of 1-866-663-7646. The Customer Care representatives in that Center are trained to deal with all forms of customer assistance.

Q. Please explain in detail the VZA proposed procedure for responding to information requests from the TRA and its Staff.

A. All such information requests should be sent to me, directly in my office. I will be responsible to be the single point of contact for all TRA and Staff inquiries and requests. I will also be the single point of contact for any customer complaints forwarded by the TRA to VZA. Responses to all inquiries, requests and complaints will be forwarded to the TRA and its staff within the timeframes established by the TRA.

Q. Does this conclude your testimony?

A. Yes, it does.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Richard P. Kolb

Richard P. Kolb  
Vice President – Regulatory  
Verizon Avenue Corp.

Subscribed to and sworn to me this 13<sup>th</sup> day of January, 2004.

Bonnie J. Rogalski

Bonnie J. Rogalski  
Notary Public  
State of Illinois, County of Lake

My Commission expires November 24, 2005

